F20000038 74

Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850)617-6380

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Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (614)280-3338
Fax Number : (954)208-0845

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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2020 JUN 12 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2020 JUN 12 PM 5:05

COR AMND/RESTATE/CORRECT OR O/D RESIGN

THE TACO MAKER, INC.

Certificate of Status	0
Certified Copy	1
Page Count	11
Estimated Charge	$43.75

Y SULKER
JUN 15 2020

Electronic Filing Menu Corporate Filing Menu Help

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F07000003874
(Document number of corporation (if known)

1. THE TACO MAKER, INC.
(Name of corporation as it appears on the records of the Department of State)

2. Utah (Incorporated under laws of)

3. 08/01/2007 (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____

5. _____
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida) _____

FILED
2020 JUN 12 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6. If the amendment changes the period of duration, indicate new period of duration.

_____
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Delaware
(New jurisdiction)

8. **If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent _____

_____
(Florida street address)

New Registered Office Address: _____, Florida _____
(City) *(Zip Code)*

New Registered Agent's Signature, if changing Registered Agent:
I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

_____
Signature of New Registered Agent, if changing

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

Title/ Capacity	Name	Address	Type of Action
_____	_____	_____	Add
		_____	Remove
_____	_____	_____	Add
		_____	Remove
_____	_____	_____	Add
		_____	Remove
_____	_____	_____	Add
		_____	Remove
_____	_____	_____	Add
		_____	Remove

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

_____
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Carlos M. Budet — President
(Typed or printed name of person signing) (Title of person signing)

FILING FEE $35.00

MERGER EXPEDITE

State of Utah
DEPARTMENT OF COMMERCE
Division of Corporations & Commercial Code
Articles of Merger / Share Exchange

File Number _____

Non-Refundable Processing Fee:
[X] Domestic $37.00
[ ] Foreign $37.00

RECEIVED
JAN 04 2008
Utah Div. Of Corp. & Comm. Code

The Taco Maker, Inc.
the non-surviving corporation
into
TTM, Inc.
the surviving corporation

ARTICLE I - Surviving Corporation

Section 1
The name of the corporation surviving the merger is TTM, Inc. and such name [X] has [ ] has not been changed as a result of the merger.to The Taco Maker, Inc.

Section 2
A. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Utah Revised Business Corporation Act incorporated on _____.

B. The surviving corporation is a foreign corporation incorporated under the laws of the State of Delaware and [ ] qualified [X] not qualified to do business in Utah.* *Note*: If application for Certificate of Authority to Transact Business is filed concurrently herewith state "Upon approval of Application for Certificate of Authority." *Upon approval of Application for Certificate of Authority.

C. The effective date of the merger described herein shall be the date upon which these Articles are filed with the Utah Division of Corporations and Commercial Code, or midnight on December 31, 2007.

ARTICLE II - Non-surviving Corporation(s)

The name, state of incorporation, and date incorporation or qualification (if applicable) respectively, of each Utah domestic corporation and Utah qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

Name of Corporation: The Taco Maker, Inc.
State of Domicile: Utah Date of Incorporation / Qualification in Utah: 01/10/1978
Name of Corporation: _____
State of Domicile: _____ Date of Incorporation / Qualification in Utah: _____
Name of Corporation: _____
State of Domicile: _____ Date of Incorporation / Qualification in Utah: _____
Name of Corporation: _____
State of Domicile: _____ Date of Incorporation / Qualification in Utah: _____
Name of Corporation: _____
State of Domicile: _____ Date of Incorporation / Qualification in Utah: _____

ARTICLE III - Plan of Merger or Share Exchange

The Plan of Merger or Share Exchange, containing such information as required by Utah Code 16-10a-1101, is set forth in "Exhibit A", attached hereto and made a part hereof.

ARTICLE IV - Manner of Adoption & Vote of Surviving Corporation (must complete Section 1 or 2)

Section 1
[ ] Shareholder vote not required.
The merger/ share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certified that the foregoing has been filed and approved on this 08 day of JAN 2008
In this office of this division and hereby issue this Certificate of thereof.
Examiner _____ Date 01-16-08
Kathy Berg
Division Director

01-04-08P02:17 RCVD
01-09-08P02:36 RCVD

Date: 01/04/2008
Receipt Number: 2370414
Amount Paid: $1,792.00

Section 2

[X] Vote of shareholders (complete either A or B)

The designation (*i.e., common, preferred or any classification where different classes of stock exist*), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

A. Unanimous written consent executed on December 20, 2007 and signed by all shareholders entitled to vote.

B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
Designation of each voting group (i.e. preferred and common)	1,000			
Number of outstanding shares	1,000			
Number of votes entitled to be cast	1,000			
Number of votes represented at meeting	1,000			
Shares voted in favor	1,000			
Shares voted against	None			

ARTICLE V - Manner of Adoption & Vote of Non-surviving Corporation (must complete Section 1 or 2)

Section 1

[ ] Shareholder vote not required.

The merger/ share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Section 2

[X] Vote of shareholders (complete either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

A. Unanimous written consent executed on December 20, 2007 and signed by all shareholders entitled to vote.

B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
Designation of each voting group (i.e. preferred and common)	10,000			
Number of outstanding shares	10,000			
Number of votes entitled to be cast	10,000			
Number of votes represented at meeting	10,000			
Shares voted in favor	10,000			
Shares voted against	None			

In Witness Whereof, the undersigned being the Vice President of the surviving corporation executes these Articles of Merger / Share Exchange and verifies, subject to penalties of perjury that the statements contained herein are true, this 28th day of December, 2007.

Signature

Carlos Budet
Printed Name

Under GRAMA (63-2-201), all registration information maintained by the Division is classified as public record. For confidentiality purposes, the business entity physical address may be provided rather than the residential or private address of any individual affiliated with the entity.

Mailing/Faxing Information: www.corporations.utah.gov/contactus.html

Division's Website: www.corporations.utah.gov

01-09-08 02:36 RCVD

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made and entered into as of December 31, 2007 by and between TTM, Inc., a Delaware corporation (the "Surviving Corporation"), and The Taco Maker, Inc., a Utah corporation (the "Non-Surviving Corporation").

WITNESSETH:

WHEREAS, the Surviving Corporation and the Non-Surviving Corporation are corporations duly organized and existing under the laws of the State of Delaware and Utah, respectively;

WHEREAS, all of the issued and outstanding capital stock of the Surviving Corporation is owned by the Non-Surviving Corporation;

WHEREAS, for purposes of changing the jurisdiction of incorporation of the Non-Surviving Corporation, the stockholders of the Non-Surviving Corporation caused the Non-Surviving Corporation to organize the Surviving Corporation and caused the Non-Surviving Corporation to acquire all of the shares of stock of the Surviving Corporation and to subsequently merge the Non-Surviving Corporation with and into the Surviving Corporation (the "Merger");

NOW THEREFORE, in consideration of the premises and mutual covenants herein set forth, the following is agreed and resolved:

1. Recitals. All of the recitals set forth are true and correct.

2. Plan of Merger. The Surviving Corporation and the Non-Surviving Corporation hereby adopt this Agreement and Plan of Merger, pursuant to which the Non-Surviving Corporation will merge with and into the Surviving Corporation, intended for the Merger to be effected as a tax-free reorganization pursuant to Section 368(a)(1)(A) of the Federal Internal Revenue Code of 1986, and qualifying as a statutory merger pursuant to the applicable provisions of the General Corporation Law of the State of Delaware, as amended (the "DGCL") and the Utah Revised Business Corporation Act, as amended (the "URBCA"). The Merger shall have the effects specified by the DGCL and the URBCA.

3. Effective Time. The Surviving Corporation and the Non-Surviving Corporation shall cause the Certificate of Merger attached hereto as Exhibit A (the "Certificate of Merger") to be filed with the office of the Secretary of State of the State of Delaware as provided in Section 252 of the DGCL, and shall cause this Agreement together with a duly executed Certificate of Merger to be filed with the Utah Division of Corporations and Commercial Code, as required by the URBCA. Subject to and in accordance with the laws of the State of Delaware and the State of Utah, the Merger will become effective on midnight December 31, 2007, or such later time or date as may be specified in the Certificate of Merger (the "Effective Time").

4. Name of Surviving Corporation. The name of the Surviving Corporation pursuant to, and upon completion of, the Merger, shall be changed to The Taco Maker, Inc.

5. Conversion of Shares. At the Effective Time, each of the outstanding shares of the Non-Surviving Corporation shall, by virtue of the Merger and without any further action on the part of the holder of such shares, be cancelled and shall be exchanged for one share of common stock of the Surviving Corporation, and neither shall any cash nor any other property be paid or delivered in exchange therefore or upon surrender thereof.

6. Effect of Merger. At the Effective Time, the Non-Surviving Corporation will be merged with and into the Surviving Corporation and the separate existence of the Non-Surviving Corporation shall cease. At the Effective Time, the Surviving Corporation and the Non-Surviving Corporation shall become a single corporation, which shall have the purposes and shall posses all the rights, privileges, powers, franchises and authority, both public and private, and be subject to all the restrictions and duties of the Surviving Corporation and the Non-Surviving Corporation; and the Surviving Corporation shall be vested with all assets and property, real, personal and mixed, and every interest therein, wherever located, belonging to the Surviving Corporation and the Non-Surviving Corporation and shall be liable for all the obligations and liabilities of the Surviving Corporation and the Non-Surviving Corporation; all with the effect set forth in the DGCL and the URBCA.

7. Certificate of Incorporation, By-laws. At the Effective Time, the Certificate of Incorporation and By-laws of the Surviving Corporation as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation and By-laws of the Surviving Corporation, except that the name of the Surviving Corporation shall be changed to The Taco Maker, Inc. and, therefore, upon the merger becoming effective, Paragraph 1 of the Certificate of Incorporation of the Surviving Corporation shall be changed to read as follows:

"1. The name of the corporation is: The Taco Maker, Inc."

8. Directors and Officers. At the Effective Time, the directors and officers of the Surviving Corporation immediately prior to the Effective Time, shall be the directors and officers of the Surviving Corporation until their respective successors shall have been duly elected or appointed.

9. Qualification as a Foreign Corporation. On or prior to the Effective Time, the Surviving Corporation will become qualified to do business as a foreign corporation under the laws of the State of Utah and the name and address of the registered agent in such jurisdiction will be those indicated in the Application for Authority to Conduct Affairs for a Foreign Corporation to be filed with the State of Utah.

10. Further Actions. All necessary action shall be taken to transfer information, contracts, assets, or any other property so that this Agreement and Plan of Merger be effected pursuant to the provisions herewith.

11. Authorization. The appropriate officers of the Surviving Corporation and the Non-Surviving Corporation are authorized for and on behalf of and in the name of the Surviving Corporation and the Non-Surviving Corporation to take or cause to be taken all such actions and to execute or cause to be executed such certificates and other documents as may be deemed necessary by them or desirable in order to effectuate this Agreement and Plan of Merger.

12. Notices. All notices to be given under this Agreement and Plan of Merger shall be sent to the Surviving Corporation at the following address:

The Taco Maker, Inc.
Metro Seis Bldg., Suite 103
Metro Office Park
Guaynabo, PR 00968

13. Miscellaneous. This Agreement and Plan of Merger constitutes the entire agreement and understanding between the parties and supersedes all prior agreements and understandings related hereto. This Agreement and Plan of Merger shall be governed by the laws of the State of Delaware.

14. Benefits. This Agreement and Plan of Merger shall be binding upon and inure to benefit the parties, their personal representatives, estates, successors and assigns.

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger the day and year first above written.

TTM, INC.

By: _____
Name: Tomás Torres
Title: President

By: _____
Name: Rita M. Torres
Title: Secretary

THE TACO MAKER, INC.

By: _____
Name: Tomás Torres
Title: President

By: _____
Name: Rita M Torres
Title: Secretary

142292v1

Francine Giani
Executive Director
Department of Commerce

Jon M. Huntsman, Jr.
Governor
State of Utah

Kathy Berg
Director
Division of Corporations
& Commercial Code

STATE OF UTAH
DEPARTMENT OF COMMERCE
DIVISION OF CORPORATIONS & COMMERCIAL CODE
CERTIFICATE OF REGISTRATION

CT CORPORATION SYSTEM
TACO MAKER, INC., THE
136 E SOUTH TEMPLE STE 2100
SALT LAKE CITY UT 84111

Online Access Code
Code: 4370894

State of Utah
Department of Commerce
Division of Corporations & Commercial Code

CERTIFICATE OF REGISTRATION

Corporation - Foreign - Profit

This certifies that **TACO MAKER, INC., THE** has been filed and approved on **January 04, 2008** and has been issued the registration number **6864525-0143** in the office of the Division and hereby issues this Certification thereof.

Kathy Berg

KATHY BERG
Division Director

*The Access Code is used for Online Applications used by this Division only.

EXPEDITE
#12700

State of Utah
DEPARTMENT OF COMMERCE
Division of Corporations & Commercial Code
Application for Authority to Conduct Affairs for a Foreign Corporation

File Number _____

Non-Refundable Processing Fee:
[X] Profit $52.00
[ ] Nonprofit $22.00

RECEIVED
JAN 04 2008
Div. of Corp. & Comm. Code

A certification of Good Standing/Existence from the State of Incorporation dated no earlier than ninety (90) days prior to filing with this office is attached to this application.

1. Exact Corporate Name:	The Taco Maker, Inc.
2. A corporation of the state of:	Delaware
3. Date Incorporated:	May 23, 2007
4. The corporation's period of duration is:	Perpetual (usually perpetual)
5. The address of the corporation's principal office is:	Metro Sels Bldg., Suite 103 Street Address Line 1 Metro Office Park Street Address Line 2 City Guaynabo State PR Zip 00968
6. The Registered Agent in Utah is:	CT Corporation System
7. The address of the registered office in Utah is: Utah Street Address Required, PO Boxes can be listed on the line below the Street Address	136 East South Temple, Suite 2100 Street Address Line 1 Street Address Line 2 City Salt Lake State UT Zip 84111

8. I, CT Corporation System agree to serve as a registered agent for the above-mentioned foreign corporation.
Signature of Registered Agent (Required) Peter F. Souza Assistant Secretary

9. If the name is not available in Utah the corporation shall use as it's name: *(Please refer to (U.C.A. 16-10a-1506))*

10. The corporation commenced or intends to commence business in Utah on: December 31, 2007

11. The names and addresses of the corporation's officers and directors are:

Position:	Name	Address	City	State	Zip
President	Tomas Torres	Metro Sels Bldg., Suite 103, Metro Office Park	Guaynabo	PR	00968
Vice-President	Carlos Budet	Metro Sels Bldg., Suite 103, Metro Office Park	Guaynabo	PR	00968
Secretary	Rita M. Torres	Metro Sels Bldg., Suite 103, Metro Office Park	Guaynabo	PR	00968
Treasurer	Rita M. Torres	Metro Sels Bldg., Suite 103, Metro Office Park	Guaynabo	PR	00968
Director	Miguel Lausell	Metro Sels Bldg., Suite 103, Metro Office Park	Guaynabo	PR	00968
Director	Tomas Torres	Metro Sels Bldg., Suite 103, Metro Office Park	Guaynabo	PR	00968
Director	Carlos Budet	Metro Sels Bldg., Suite 103, Metro Office Park	Guaynabo	PR	00968
XXXer Director	Rita M. Torres	Metro Sels Bldg., Suite 103, Metro Office Park	Guaynabo	PR	00968

12. The business purposes to be pursued in Utah are: Franchising and operating restaurant outlets

Under penalties of perjury, I declare that this application for Certificate of Authority has been examined by me and is, to the best of my knowledge and belief, true, correct and complete.

Authorized Signer Signature — Vice-President Title

Under GRAMA (63-2-201), all registration information maintained by the Division is classified as public record. For confidentiality purposes, the business entity physical address may be provided rather than the residential or private address of any individual affiliated with the entity.

Mailing/Faxing Information: www.corporations.utah.gov/contactus.html Division's Website: www.corporations.utah.gov

01-04-08P02:35 RCVD

Date: 01/04/2008
Receipt Number: 2370414
Amount Paid: $1,792.00

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certified that the foregoing has been filed and approved on this 4 day of Jan 2008
in this office of this Division and hereby issued
Examiner MS Date 1:7:08
Kelly Berg
Division Director

6864525

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE TACO MAKER, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF JANUARY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

RCVD 2020-06-09 13:26:36

4357842 8300

080010279

You may verify this certificate online at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6284681

DATE: 01-04-08